

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

EDWARDS LIFESCIENCES AG and  
EDWARDS LIFESCIENCES, LLC,

Plaintiffs,

VS.

COREVALVE, INC.,

Defendant.

C.A. No. 08-091 (GMS)

**SECOND DECLARATION OF JOHN DAVID EVERED IN SUPPORT OF  
COREVALVE, INC.'S MOTION TO TRANSFER VENUE  
PURSUANT TO 28 U.S.C. § 1404(a)**

I, John David Evered, hereby declare as follows:

1. I am a partner in the law firm of Knobbe, Martens, Olson & Bear, LLP, counsel of record in this action for Defendant, CoreValve, Inc. I submit this declaration in support of CoreValve, Inc.'s Motion to transfer venue. I have personal knowledge of the following matters and, if called upon to testify, I would and could completely testify thereto.

2. Attached hereto as Exhibit 7 is a true and correct copy of LexisNexis® CourtLink®'s Strategic Profile of patent cases in all courts between January 1, 2002 and April 22, 2008.

3. Attached hereto as Exhibit 8 are true and correct copies of extracts from an amendment to Form S-4 Registration Statement filed with the SEC by Johnson & Johnson on March 14, 2001.

4. Attached hereto as Exhibit 9 are true and correct copies of two press releases dated January 26, 2001 and April 18, 2001.

5. Attached hereto as Exhibit 10 is a true and correct copy of a Manta.com company profile of Ethicon, Inc. dated April 30, 2008.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 30<sup>th</sup> day of April, 2008 at Irvine, California,

By: \_\_\_\_\_

John David Evered

**CERTIFICATE OF SERVICE**

I hereby certify that on May 1, 2008, I caused to be served by electronic service and hand delivery the foregoing document and electronically filed the same with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following:

Jack B. Blumenfeld  
Morris, Nichols, Arsht & Tunnell, LLP  
1201 North Market Street  
P.O. Box 1347  
Wilmington, DE 19899

I hereby certify that on May 1, 2008, the foregoing document was sent via Federal Express to the following non-registered participants:

John E. Nathan  
Michael Beck  
Paul, Weiss, Rifkind, Wharton & Garrison, LLP  
1285 Avenue of the Americas  
New York, NY 10019



---

Chad M. Shandler (#3796)  
shandler@rlf.com

**EXHIBIT 7**

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LexisNexis® CourtLink®  
 Nature of Suit Strategic Profile  
 Property Rights - Patent (830)  
 1/1/2002 - 4/22/2008  
 17748 Case(s)  
 All Courts

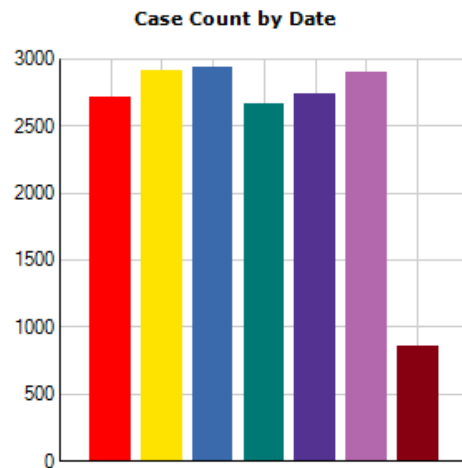
The following represents an analysis of Property Rights - Patent (830) cases filed in the following courts for All Courts.

#### GENERAL OVERVIEW

##### Total Cases Filed

Total Cases Filed - Between 1/1/2002 and 4/22/2008, Property Rights - Patent (830) cases were filed with the following distribution based on date filed. These cases are restricted to those filed in All Courts.

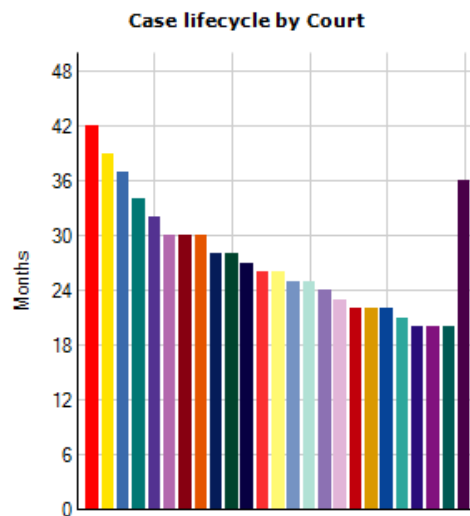
Period	Count	Percent	Legend
2002	2711	15.27%	<span style="color: red;">■</span>
2003	2912	16.41%	<span style="color: yellow;">■</span>
2004	2941	16.57%	<span style="color: blue;">■</span>
2005	2672	15.06%	<span style="color: teal;">■</span>
2006	2747	15.48%	<span style="color: purple;">■</span>
2007	2907	16.38%	<span style="color: pink;">■</span>
2008	858	4.83%	<span style="color: maroon;">■</span>



##### Case lifecycle by Court

Time to resolution by court - Below is the average case duration for Property Rights - Patent (830) that were filed between 1/1/2002 and 4/22/2008, as measured from initial case filing date to judgment date. Cases that do not have online judgment data available are not included.

Court	Duration	Legend
Dist. Of Columbia	1 month(s)	<span style="color: darkpurple;">■</span>
Ohio - Southern	1 year(s)	<span style="color: darkpurple;">■</span>
Wisconsin - Western	1 year(s)	<span style="color: darkpurple;">■</span>
California - Central	1 yr, 10 mo	<span style="color: red;">■</span>
Pennsylvania - Eastern	1 yr, 10 mo	<span style="color: yellow;">■</span>
Utah	1 yr, 10 mo	<span style="color: blue;">■</span>
Alabama - Northern	1 yr, 11 mo	<span style="color: pink;">■</span>
Louisiana - Eastern	1 yr, 2 mo	<span style="color: darkpurple;">■</span>
New Mexico	1 yr, 2 mo	<span style="color: darkpurple;">■</span>
New York - Eastern	1 yr, 2 mo	<span style="color: darkpurple;">■</span>
Nevada	1 yr, 3 mo	<span style="color: darkpurple;">■</span>
Texas - Northern	1 yr, 3 mo	<span style="color: darkpurple;">■</span>
Arizona	1 yr, 4 mo	<span style="color: darkpurple;">■</span>
Iowa - Southern	1 yr, 4 mo	<span style="color: darkpurple;">■</span>
Oklahoma - Western	1 yr, 4 mo	<span style="color: darkpurple;">■</span>
Tennessee - Eastern	1 yr, 4 mo	<span style="color: darkpurple;">■</span>
Wyoming	1 yr, 4 mo	<span style="color: darkpurple;">■</span>
Indiana - Southern	1 yr, 5 mo	<span style="color: darkpurple;">■</span>
North Carolina - Middle	1 yr, 5 mo	<span style="color: darkpurple;">■</span>
Washington - Eastern	1 yr, 5 mo	<span style="color: darkpurple;">■</span>
Wisconsin - Eastern	1 yr, 5 mo	<span style="color: darkpurple;">■</span>
Connecticut	1 yr, 6 mo	<span style="color: darkpurple;">■</span>



The top 24 Court (by duration) are represented by individual bars in the chart. The remaining Court are aggregated in the right-most bar, shown in dark purple color.

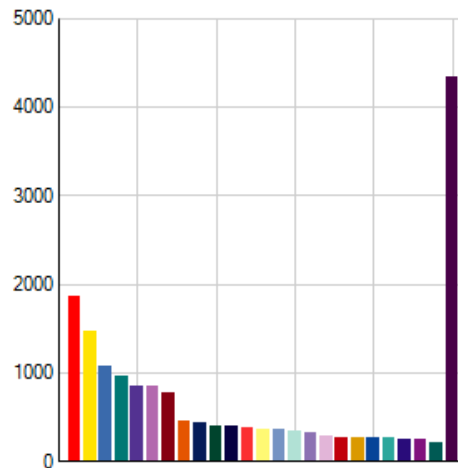
Florida - Middle	1 yr, 6 mo	■
New York - Western	1 yr, 6 mo	■
Maryland	1 yr, 8 mo	■
Massachusetts	1 yr, 8 mo	■
Texas - Eastern	1 yr, 8 mo	■
Virginia - Eastern	1 yr, 8 mo	■
New York - Northern	1 yr, 9 mo	■
Missouri - Eastern	10 month(s)	■
Washington - Western	11 month(s)	■
Pennsylvania - Western	2 year(s)	■
Indiana - Northern	2 yr, 1 mo	■
New York - Southern	2 yr, 1 mo	■
Tennessee - Middle	2 yr, 10 mo	■
Ohio - Northern	2 yr, 2 mo	■
West Virginia - Northern	2 yr, 2 mo	■
North Carolina - Western	2 yr, 3 mo	■
Iowa - Northern	2 yr, 4 mo	■
New Jersey	2 yr, 4 mo	■
Delaware	2 yr, 6 mo	■
Minnesota	2 yr, 6 mo	■
Rhode Island	2 yr, 6 mo	■
Illinois - Central	2 yr, 8 mo	■
Nebraska	3 month(s)	■
South Carolina	3 yr, 1 mo	■
Kansas	3 yr, 3 mo	■
Tennessee - Western	3 yr, 6 mo	■
Puerto Rico	4 month(s)	■
Arkansas - Eastern	6 month(s)	■
Florida - Southern	6 month(s)	■
Hawaii	6 month(s)	■
North Dakota	7 month(s)	■
Colorado	8 month(s)	■
Missouri - Western	9 month(s)	■

## Total Cases Filed By Court





































Total Cases Filed - Between 1/1/2002 and 4/22/2008, 17748 total Property Rights - Patent (830) cases were filed in the following Courts for the period

Court	Count	Percent	Legend
Alaska	1	0.01%	
Oklahoma - Eastern	2	0.01%	
Alabama - Middle	4	0.02%	
West Virginia - Southern	5	0.03%	
Puerto Rico	6	0.03%	
Mississippi - Northern	7	0.04%	
Georgia - Southern	10	0.06%	
Mississippi - Southern	11	0.06%	
South Dakota	11	0.06%	
Wyoming	11	0.06%	
Alabama - Southern	13	0.07%	
Montana	13	0.07%	
Louisiana - Middle	14	0.08%	
Iowa - Northern	15	0.08%	
Georgia - Middle	16	0.09%	
Florida - Northern	19	0.11%	
Arkansas - Western	20	0.11%	
Maine	20	0.11%	
New Mexico	20	0.11%	
Vermont	20	0.11%	
Illinois - Southern	21	0.12%	
North Dakota	23	0.13%	
Virginia - Western	24	0.14%	
West Virginia - Northern	25	0.14%	
Hawaii	28	0.16%	
Arkansas - Eastern	30	0.17%	
Idaho	30	0.17%	
Oklahoma - Northern	30	0.17%	
Kentucky - Western	35	0.20%	
Oklahoma - Western	37	0.21%	
Alabama - Northern	38	0.21%	
Kentucky - Eastern	38	0.21%	
Louisiana - Western	38	0.21%	
Nebraska	38	0.21%	
Rhode Island	38	0.21%	
Illinois - Central	39	0.22%	
Tennessee - Eastern	39	0.22%	
Tennessee - Western	50	0.28%	
North Carolina - Eastern	53	0.30%	
New Hampshire	53	0.30%	
Tennessee - Middle	54	0.30%	
Pennsylvania - Middle	56	0.32%	
Iowa - Southern	59	0.33%	
Louisiana - Eastern	66	0.37%	
Kansas	67	0.38%	
Washington - Eastern	70	0.39%	
New York - Northern	74	0.42%	
Missouri - Western	76	0.43%	
California - Eastern	83	0.47%	
Indiana - Northern	84	0.47%	
Michigan - Western	113	0.64%	
North Carolina - Western	114	0.64%	
South Carolina	114	0.64%	
North Carolina - Middle	129	0.73%	
New York - Western	133	0.75%	

Case Count by Court



The top 24 Court (by case count) are represented by individual bars in the chart. The remaining Court are aggregated in the right-most bar, shown in dark purple color.

Dist. Of Columbia	136	0.77%	
Pennsylvania - Western	145	0.82%	
Indiana - Southern	159	0.90%	
Ohio - Southern	163	0.92%	
Nevada	167	0.94%	
Texas - Western	169	0.95%	
Wisconsin - Eastern	176	0.99%	
Oregon	180	1.01%	
Maryland	191	1.08%	
Arizona	197	1.11%	
Connecticut	207	1.17%	
Wisconsin - Western	216	1.22%	
Missouri - Eastern	217	1.22%	
Ohio - Northern	253	1.43%	
Virginia - Eastern	261	1.47%	
Texas - Southern	263	1.48%	
New York - Eastern	264	1.49%	
Colorado	268	1.51%	
Utah	269	1.52%	
Washington - Western	294	1.66%	
Texas - Northern	320	1.80%	
Florida - Middle	338	1.90%	
Pennsylvania - Eastern	363	2.05%	
Georgia - Northern	370	2.08%	
Florida - Southern	390	2.20%	
Michigan - Eastern	398	2.24%	
California - Southern	402	2.27%	
Massachusetts	435	2.45%	
Minnesota	450	2.54%	
New York - Southern	770	4.34%	
New Jersey	853	4.81%	
Delaware	854	4.81%	
Illinois - Northern	969	5.46%	
Texas - Eastern	1078	6.07%	
California - Northern	1469	8.28%	
California - Central	1857	10.46%	

**EXHIBIT 8**

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 14, 2001

REGISTRATION NO. 333-56034

-----  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549  
-----

AMENDMENT NO. 1

TO

FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

JOHNSON & JOHNSON  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

NEW JERSEY  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

2834  
(PRIMARY STANDARD INDUSTRIAL  
CLASSIFICATION CODE NUMBER)

22-1024240  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

ONE JOHNSON & JOHNSON PLAZA  
NEW BRUNSWICK, NEW JERSEY 08933  
TELEPHONE: (732) 524-0400  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

-----  
STEVEN M. ROSENBERG, ESQ.  
JOHNSON & JOHNSON  
ONE JOHNSON & JOHNSON PLAZA  
NEW BRUNSWICK, NEW JERSEY 08933  
TELEPHONE: (732) 524-0400

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

-----  
COPIES TO:

ROBERT I. TOWNSEND, III, ESQ.  
CRAVATH, SWAINE & MOORE  
WORLDWIDE PLAZA  
825 EIGHTH AVENUE

JAY K. HACHIGIAN, ESQ.  
BENNETT L. YEE, ESQ.  
JARLON TSANG, ESQ.  
STEVE MUDDER, ESQ.

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NEW YORK, NY 10019  
TELEPHONE: (212) 474-1000

ROBERT P. BARTLETT, III, ESQ.  
GUNDERSON DETTMER STOUGH VILLENEUVE  
FRANKLIN & HACHIGIAN, LLP  
155 CONSTITUTION DRIVE  
MENLO PARK, CA 94025  
TELEPHONE: (650) 321-2400

-----  
\* \* \*

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HEARTPORT, INC.  
700 BAY ROAD  
REDWOOD CITY, CALIFORNIA 94063

March 14, 2001

Dear Stockholder:

You are cordially invited to attend the special meeting of stockholders of Heartport, Inc. to be held on Monday, April 16, 2001, at 10:00 a.m., local time, at the offices of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, 155 Constitution Drive, Menlo Park, California.

At the special meeting, we will ask you to vote on the merger of Heartport with a subsidiary of Johnson & Johnson. In the merger, you will receive a fraction of a share of Johnson & Johnson common stock for each share of Heartport common stock that you own, based upon an exchange ratio that will be calculated by dividing \$2.72 by the average per share closing price of Johnson & Johnson common stock during a period of 20 trading days ending on the second trading day immediately preceding the date on which the merger is completed. You will receive cash for any fractional share of Johnson & Johnson common stock that you would be entitled to receive in the merger.

Johnson & Johnson common stock is listed on the New York Stock Exchange under the trading symbol "JNJ" and on March 12, 2001, its closing price was \$94.95 per share.

The board of directors of Heartport carefully reviewed and considered the terms and conditions of the proposed merger. Based on its review, the board of directors has determined that the terms of the merger agreement and the merger are advisable and in the best interests of Heartport and its stockholders. THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED AND ADOPTED THE MERGER AGREEMENT AND RECOMMENDS THAT YOU VOTE "FOR" THE ADOPTION OF THE MERGER AGREEMENT.

Your vote is important. We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of a majority of the shares of Heartport common stock outstanding and entitled to vote at the special meeting. Failure to submit a signed proxy or vote in person at the special meeting will have the same effect as a vote against adoption of the merger agreement. Only stockholders who owned shares of Heartport common stock at the close of business on March 9, 2001 will be entitled to vote at the special meeting.

PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY. If you hold your shares in "street name", you should instruct your broker how to vote in accordance with the voting instruction form that your broker will provide.

The accompanying proxy statement/prospectus explains the proposed merger and merger agreement and provides specific information concerning the special meeting, and the accompanying Annual Report on Form 10-K of Heartport for the

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year ended December 31, 2000 contains important business and financial information relating to Heartport. Please review both documents carefully. YOU SHOULD CONSIDER THE MATTERS DISCUSSED UNDER "RISK FACTORS RELATING TO THE MERGER" ON PAGE 11 OF THIS PROXY STATEMENT/PROSPECTUS BEFORE VOTING.

Sincerely,

/s/ Casey M. Tansey

Casey M. Tansey  
President and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATOR HAS APPROVED OR DISAPPROVED THE MERGER DESCRIBED IN THIS PROXY STATEMENT/PROSPECTUS OR THE JOHNSON & JOHNSON COMMON STOCK TO BE ISSUED IN CONNECTION WITH THE MERGER, OR DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THIS PROXY STATEMENT/PROSPECTUS IS DATED MARCH 14, 2001,

AND IS FIRST BEING MAILED TO STOCKHOLDERS ON OR ABOUT MARCH 15, 2001.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus is accompanied by Heartport's latest Annual Report on Form 10-K, which is for the year ended December 31, 2000. This proxy statement/prospectus also incorporates important business and financial information about Johnson & Johnson and Heartport from documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

JOHNSON & JOHNSON	HEARTPORT, INC.
One Johnson & Johnson Plaza	700 Bay Road
New Brunswick, NJ 08933	Redwood City, CA 94063
Attention: Investor Relations	Attention: Stockholder Relations
Telephone: (732) 524-6491	Telephone: (650) 306-7900

If you would like to request documents, please do so by Monday, April 9, 2001 in order to receive them before the special meeting.

See "Where You Can Find More Information" on page 61.

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HEARTPORT, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON APRIL 16, 2001

To the Stockholders of Heartport, Inc.:

We will hold a special meeting of the stockholders of Heartport, Inc. on Monday, April 16, 2001, at 10:00 a.m., local time, at the offices of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, 155 Constitution Drive, Menlo Park, California, for the following purpose:

To consider and vote upon a proposal to adopt the merger agreement among Johnson & Johnson, HP Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson, and Heartport. In the merger, Heartport will become a wholly owned subsidiary of Johnson & Johnson, and all outstanding shares of Heartport common stock will be converted into the right to receive a number of shares of Johnson & Johnson common stock based on an exchange ratio that will be calculated shortly before the completion of the merger.

We will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment of it by the board of directors of Heartport.

Only stockholders who owned shares of Heartport common stock at the close of business on March 9, 2001, the record date for the special meeting, are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of it.

We cannot complete the merger unless the merger agreement is adopted by the affirmative vote of a majority of the shares of Heartport common stock outstanding and entitled to vote at the special meeting. This proxy statement/prospectus describes the proposed merger and the actions to be taken in connection with the merger and provides additional information about the parties involved. Please give all this information your careful attention.

YOU ARE ENTITLED TO APPRAISAL RIGHTS IN CONNECTION WITH THE MERGER. In addition to appraisal rights under the Delaware General Corporation Law, the dissenters' rights provisions of the California General Corporation Law may also apply. Heartport stockholders who are not in favor of the merger and who wish to assert appraisal/dissenters' rights must comply with the relevant procedures detailed under Delaware law or California law, which are described in this proxy statement/prospectus. The full text of the relevant Delaware and California statutory provisions are reproduced in Annexes 4 and 5, respectively, to this proxy statement/prospectus.

THE BOARD OF DIRECTORS OF HEARTPORT RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" ADOPTION OF THE MERGER AGREEMENT.

Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy and return it promptly in the enclosed postage-paid return envelope. You may revoke the proxy at any time prior to its exercise in the manner described in this proxy statement/prospectus. Any stockholder present at the special meeting, including any adjournment or postponement, may revoke such stockholder's proxy and vote personally on the merger agreement to be considered at the special meeting. Executed proxies with no instructions indicated thereon will be voted "FOR" adoption of the merger agreement.

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Please do not send any stock certificates at this time.

By order of the board of directors,

Casey M. Tansey  
Director

Redwood City, California

March 14, 2001

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: WHAT WILL HAPPEN TO HEARTPORT AS A RESULT OF THE MERGER?

A: If the merger is completed, Heartport will become a wholly owned subsidiary of Johnson & Johnson.

\* \* \*

If you are a stockholder, we may have sent you some of the documents incorporated by reference, but you can obtain any of them through the companies, the Securities and Exchange Commission or the Securities and Exchange Commission's website as described above. Documents incorporated by reference are available from the companies without charge, excluding all exhibits, except that if the companies have specifically incorporated by reference an exhibit in this proxy statement/prospectus, the exhibit will also be

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Johnson & Johnson · S-4/A · On 3/14/01  
Document 1 of 5 · S-4/A · Amendment No. 1 to Form S-4

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provided without charge. Stockholders may obtain documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses:

Johnson & Johnson  
One Johnson & Johnson Plaza  
New Brunswick, NJ 08933  
Attention: Corporate Secretary's Office  
Telephone: (732) 524-2455

Heartport, Inc.  
700 Bay Road  
Redwood City, CA 94063  
Attention: Stockholder Relations  
Telephone: (650) 306-7900

You should rely only on the information contained or incorporated by reference in this proxy statement/prospectus. We have not authorized anyone to provide you with information that is different from what is contained in this proxy statement/prospectus. This proxy statement/prospectus is dated March 14, 2001. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than that date. Neither the mailing of this proxy statement/prospectus to stockholders nor the issuance of Johnson & Johnson common stock in the merger creates any implication to the contrary.

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**EXHIBIT 9**

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Heartport Inc · 425 · Heartport Inc · On 1/26/01  
Document 1 of 1 · 425 · Business-Combination Transaction Communication

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Filed by Heartport, Inc.  
Filed pursuant to Rules 165 and 425 promulgated under the  
Securities Act of 1933, as amended, and deemed filed  
pursuant to Rule 14a-12 promulgated under the  
Securities Exchange Act of 1934, as amended

Subject Company: Heartport, Inc.  
Commission File No.: 0-28266

PRESS RELEASE

JOHNSON & JOHNSON TO ACQUIRE HEARTPORT, INC.

New Brunswick, NJ, January 26, 2001 - Johnson & Johnson (NYSE: JNJ), the worldwide manufacturer of health care products, and Heartport, Inc. (NASDAQ: HPRT), a manufacturer of less invasive cardiac surgery products, today announced that they have entered into a definitive agreement pursuant to which Johnson & Johnson will acquire Heartport.

The transaction will be accounted for under the purchase method and is valued at approximately \$81 million. Heartport shareholders will receive \$2.72 in Johnson & Johnson common stock for each outstanding share of Heartport.

Heartport, Inc., located in Redwood City, California, is one of the industry pioneers in developing, manufacturing and selling less invasive cardiac surgery products that enable surgeons to perform a wide range of less invasive open-chest and minimally invasive heart operations, including stopped heart and beating heart procedures.

Heartport will become a wholly owned subsidiary of Johnson & Johnson and will operate as a part of the ETHICON Worldwide franchise, which manufactures and markets surgical devices.

"The addition of Heartport demonstrates Johnson & Johnson's expanding commitment to the cardiovascular market. It further broadens our worldwide offering of innovative surgical solutions for our customers and it provides ETHICON with a full complement of products to meet the cardiac surgeon's needs in this rapidly growing segment," said Dennis Longstreet, Company Group Chairman, ETHICON Worldwide.

"We believe this agreement best benefits our shareholders, surgeons and most of all their patients. Our goal has always been to bring the benefits of less invasive cardiac surgery to the widest possible patient population. We firmly believe ETHICON has been and is equally committed to that goal as well," said Casey M. Tansey, Heartport's President and Chief Executive Officer.

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The transaction is subject to customary conditions, including approval by a majority of the shareholders of Heartport and Hart-Scott-Rodino clearance. The companies expect the transaction to be completed during the second quarter of 2001.

\* \* \* \* \*

This press release contains "forward-looking statements" as defined in the

Private Securities Litigation Reform Act of 1995. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from the companies' expectations and projections. Risks and uncertainties include general industry conditions and competition; economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; domestic and foreign health care reforms and governmental laws and regulations; and trends toward health care cost containment. These and other applicable risks are summarized in the cautionary statement filed as Exhibit 99(b) to Johnson & Johnson's Annual Report on Form 10-K for the fiscal year ended January 2, 2000 and under the caption "Risk Factors" in Heartport's Quarterly Report for the quarterly period ended September 30, 2000, each of which is filed with the Securities and Exchange Commission. Neither Johnson & Johnson nor Heartport assumes any obligation to update any forward-looking statements as a result of new information or future events or developments.

Johnson & Johnson and Heartport will file a proxy statement/prospectus and other documents regarding the proposed acquisition described in this press release with the Securities and Exchange Commission. Investors and security holders are urged to read the proxy statement/prospectus when it becomes available, because it will contain important information about Johnson & Johnson, Heartport and the proposed transaction. A definitive proxy statement/prospectus will be sent to security holders of Heartport seeking their approval of the transaction. Investors and security holders may obtain a free copy of the definitive proxy statement/prospectus (when available) and other documents filed by Johnson & Johnson and Heartport with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov). The definitive proxy statement/prospectus and other documents may also be obtained for free by directing a request to:

Johnson & Johnson  
One Johnson & Johnson Plaza  
New Brunswick, New Jersey 08933  
Attn: Investor Relations  
[Tel] 732-524-6491

or

Heartport, Inc.  
700 Bay Road  
Redwood City, California 94063  
Attn: Investor Relations  
[Tel] 650-482-4290

Johnson & Johnson, its directors, executive officers and certain other members of Johnson & Johnson's management and employees may be deemed to be participants in the solicitation of proxies from Heartport's stockholders with respect to the transactions contemplated by the proposed transaction described above. Information regarding the participants is included in Johnson & Johnson's proxy statement for its 2000 Annual Meeting of Stockholders, which was filed with the SEC on March 8, 2000.

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~~This document is available free of charge at the SEC's Web site at <http://www.sec.gov> and from Johnson & Johnson.~~

Heartport, its directors, executive officers and certain other members of Heartport's management and employees may be deemed to be participants in the solicitation of proxies from Heartport's stockholders with respect to the transactions contemplated by the proposed transaction described above. Information regarding the participants is included in Heartport's proxy

statement for its 2000 Annual Meeting of Stockholders, which was filed with the SEC on May 1, 2000. This document is available free of charge at the SEC's Web site at <http://www.sec.gov> and from Heartport.

CONTACTS:

Johnson & Johnson Contacts:

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732-524-3350

Helen Short - Investor Relations

732-524-6491

Andrea Ferris -Investor Relations

732-524-6486

Heartport Contacts:

Casey Tansey

650-482-4290

Jim Weiss

415-203-0328

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## Johnson & Johnson Announces Completion Of Merger With Heartport, Inc

NEW BRUNSWICK, N.J., and REDWOOD CITY, Calif., April 18 -- Johnson & Johnson (NYSE: JNJ), the worldwide manufacturer of health care products, and Heartport, Inc. (Nasdaq: HPRT), a pioneer in less invasive cardiac surgery, today announced the completion of their previously announced merger, valued at approximately \$81 million. The transaction was completed after Heartport shareholders voted to approve the merger agreement with Johnson & Johnson.

A wholly-owned Johnson & Johnson subsidiary has been merged with and into Heartport. Heartport will operate as part of the CARDIOVATIONS division of Ethicon, Inc., a Johnson & Johnson company. Ethicon is a global leader in developing and marketing products for surgery in the areas of wound closure and wound management, surgical sports medicine, women's health and cardiovascular surgery.

Heartport manufactures and markets less invasive cardiac surgery products that enable surgeons to perform a wide range of less invasive open-chest and minimally invasive heart operations, including stopped heart and beating heart procedures.

"This merger creates a new force in cardiac surgery and further solidifies Johnson & Johnson's commitment to this growing and important healthcare segment," said Dennis N. Longstreet, Company Group Chairman, Ethicon Worldwide.

Holders of Heartport common stock will receive 0.0307 in Johnson & Johnson common stock for each outstanding share of Heartport. Johnson & Johnson intends to purchase the number of shares of Johnson & Johnson common stock equal to the number of such shares issued in connection with this merger. Johnson & Johnson intends to complete such purchases through open market transactions within 90 days.

Johnson & Johnson, with 99,200 employees, is the world's most comprehensive and broadly-based manufacturer of health care products, as well as a provider of related services for the consumer, pharmaceutical and medical devices and diagnostics markets. Johnson & Johnson has more than 190 operating companies in 51 countries around the world, selling products in more than 175 countries.

(This press release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from the companies' expectations and projections. Risks and uncertainties include general industry conditions and competition; economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; domestic and foreign health care reforms and governmental laws and regulations; and trends toward health care cost containment. These and other applicable risks are summarized in the cautionary statement filed as Exhibit 99(b) to Johnson & Johnson's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and under the caption "Risk Factors" in Heartport's Quarterly Report for the quarterly period ended December 31, 2000, each of which is filed with the Securities and Exchange Commission. Neither Johnson & Johnson nor Heartport assumes any obligation to update any forward-looking statements as a result of new information or future events or developments.) SOURCE Johnson & Johnson

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**EXHIBIT 10**

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## Ethicon, Inc (Heartport) - Redwood City, California (CA) | Company Profile

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[Company Profiles](#) > [Find Companies](#) > [Redwood City, CA](#) > [Health](#) > [Medical Equipment & Device](#) > [Surgical and Medical Instruments and Apparatus](#) > [Surgical instruments and apparatus](#) > Ethicon, Inc Company Profile**Ethicon, Inc (Heartport)**700 Bay Rd, Redwood City, CA 94063-2477, United States ([Map](#)) ([Add to Company Profile](#))**Phone:** (650) 306-7900**Also Does Business As:** Heartport; Heartport**URL:**  [Activate Links](#) [www.ethicon.com](#), [www.ethiconinc.com](#)**SIC:** Surgical and Medical Instruments and Apparatus**Line of Business:** Mfg Medical Devices

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**Detailed Ethicon, Inc Company Profile**

This company profile is for the private company Ethicon, Inc, branch located in Redwood City, CA. Heartport's line of business is mfg medical devices.

**Company Profile: Ethicon, Inc****Year Started:** N/A**State of Incorporation:** N/A**URL:**  [Activate Links](#)[www.ethicon.com](#), [www.ethiconinc.com](#)**Location Type:** Branch Location**Parent Companies:** [Ethicon, Inc](#),  
[Johnson & Johnson](#)**Stock Symbol:** N/A**Stock Exchange:** N/A**Also Does Business As:** Heartport;  
Heartport**NAICS:** N/A**SIC #Code:**  [View Details](#)**Est. Annual Sales:** N/A**Est. Employees:** 0**Est. Employees at Location:** 250**Contact Name:** John J O'shea**Medical Instruments**Over 20,000 Instruments in Stock. All Tyes &  
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**Contact Title:** Chief Finance Officer

*Data above provided by D&B.*

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